



**BUSINESS LICENSE COMMISSION**  
**COUNTY OF LOS ANGELES**  
374 KENNETH HAHN HALL OF ADMINISTRATION  
500 WEST TEMPLE STREET  
LOS ANGELES, CA 90012  
(213) 974-7691



June 5, 2013

Jessica Wong  
Project Resonate  
340 South Lemon Avenue #8112  
Walnut, CA 91789

MEMBERS  
**STEVEN AFRIAT**  
*PRESIDENT*  
**RENÉE CAMPBELL**  
*VICE-PRESIDENT*  
**SARA VASQUEZ**  
*SECRETARY*  
**JAMES BARGER**  
*COMMISSIONER*  
**SHAN LEE**  
*COMMISSIONER*

**APPLICATION FOR NOTICE OF INTENTION TO SOLICIT  
AND INFORMATION CARD**

Dear Applicant:

The Business License Commission will hold a hearing on the above matter on **Wednesday, June 12, 2013 at 9:00 a.m.** in Room 374-A, 500 West Temple Street, Los Angeles, CA 90012. Your presence is requested at this hearing. If you are unable to attend you may authorize a representative to appear on your behalf. The representative must present signed and duly notarized letter giving authorization and the reasons you are unable to appear.

**RIGHT TO REPRESENTATION / FOREIGN LANGUAGE SPEAKERS**

**You have the right to be represented at this hearing by an attorney or other individual of your choosing and at your own cost.** In the absence of a representative, you must represent yourself and the hearing will proceed as scheduled.

If you require a translator, you must arrange at your own cost to have present at the hearing either **a professional/certified interpreter or other person who is fluent in both English and your native language.** If you are unable to locate an interpreter, please contact our office and you will be provided a list of interpreting services.

Parking is available at your cost; a map is enclosed for your convenience. **Please note proceedings begin promptly at 9:00 a.m. The Business License Commission reserves the right to reschedule your hearing to a later date for failure to timely appear.**

Sincerely,

STEVEN AFRIAT  
President

Lupe Duron  
Commission Staff

**NOTICE OF INTENTION TO SOLICIT**  
To Appeal or Solicit for  
Charitable Purposes in the  
UNINCORPORATED Portions of the  
COUNTY OF LOS ANGELES  
**BUSINESS LICENSE COMMISSION**  
374 Kenneth Hahn Hall of Administration  
500 West Temple Street  
Los Angeles CA 90012  
**Telephone: 213/974-7691**

**ALL QUESTIONS MUST BE ANSWERED, PLEASE TYPE OR PRINT.**

(Los Angeles County Code, Volume 3, Title 7, Chapter 7-24 requires that this Notice of Intention to be filed on least 30 days prior to beginning your solicitation or advertisement for your fund-raising activity. No advertisement or solicitation may begin until this office has issued an Information Card. "No" or "None" may be written where appropriate on this form. Additional Information may be added on separate sheets; however *do not* add separate sheets in lieu of answering the questions on this form.)

1. Project Resonate When organized: 01/07/2011  
(Full Name of Organization) Incorporated: X  
Yes No
2. 340 S Lemon Ave #8112, Walnut, 91789 213-973-8805  
(Address: Street, City and Zip Code) (Telephone - Daytime)
3. Jessica Wong 858-386-9676 / tiaanafoundation@gmail.com  
(Name of Person in Charge of Appeal - Address and Zip Code) (Telephone - Daytime and E-mail Address)
4. TO CONDUCT OR SOLICIT: General Appeal  
(If only to solicit funds, it would be a General Appeal, if a specific event, state type of event)
5. WHERE and WHEN this fund-raising activity will be held: Fund-raising efforts will take place in Los Angeles  
for at least one year once California Tax Exemption is issued. (If specific event, exact dates)
6. Solicitation/Advertisement starts \_\_\_\_\_; ends \_\_\_\_\_  
(Specific date, or when issued) (Last day of specified event)
7. SPECIFIC Purpose of this Solicitation: Ability to raise funds in Los Angeles for a safe home in El Salvador.
8. ANTICIPATED Gross Goal (Before deducting expenses): \$ 8,000.00 \$ 3,000.00 \$ 1,000.00  
(LOCAL) (STATE) (NATIONAL)
9. If this solicitation or activity is conducted on behalf of another organization, give its name and address and enclose a copy of a letter of authorization from organization(s). \_\_\_\_\_
10. Solicitation/Advertisement to be made by means of (indicate by checking below):  
( ) Volunteer Solicitors ( ) Box Office Sales ( ) Posters (X ) Bulletins  
( ) Paid Solicitors ( ) Telephone ( ) Newspapers  
(X ) Personal Approach ( ) Radio/Television (X ) Mail  
Other \_\_\_\_\_ methods (specify):  
E-mail and online advertising \_\_\_\_\_
11. Admission: \$ N/A Tickets \_\_\_\_\_ Invitations \_\_\_\_\_ No. Printed \_\_\_\_\_  
Numbered \_\_\_\_\_

SPECIFY PER PERSON  
PER COUPLE

Selling prices: (Ads, cookies, etc.) \_\_\_\_\_ Cost of Carnival Tickets: \_\_\_\_\_  
Games: \_\_\_\_\_ Rides: \_\_\_\_\_

12. Itemized list of **ANTICIPATED** expenses to be incurred in conducting this solicitation only:

Salaries _____	Printing Advertisement _____	\$200.00
Solicitors _____	Stationery/Postage _____	
Managers _____	Prizes _____	
Promoters _____	Cost of Merchandise _____	
Other _____	Refreshments/Meals _____	
Rents _____	Miscellaneous: _____	\$1,100.00
Music _____	(Specify) _____	Overhead costs _____
Telephone _____	ANTICIPATED TOTAL \$	\$1,300.00

13. a. 10.8% Percent (anticipated) of gross contributions for expenses (divide gross goal --Item No. 8-- into expenses ---Item No. 12.---)
- b. 89.2% Percent (anticipated) of gross contributions to be used as specified in application (subtract percent for expenses --- 13. a. --- from 100%)
- c. N/A Percent of the proceeds to be used outside of Los Angeles County and specify where it will be use (If applicable)

NOTE: PLEASE BREAK ALL PERCENTAGES DOWN TO THE NEAREST TENTH.

14. I the signer of this Notice of Intention, attach hereto copies of the following as **required**:
- Articles of Incorporation and/or Bylaws of this organization (BOTH if group is incorporated)
  - Names, Titles and Terms of Offices for two Officers of this organization
  - Current Financial Statement (treasurer's report, audit, etc.)
  - A statement of any and all agreements or understandings made or had with any agent, solicitor, promoter or manager of this solicitation, or a copy of such agreement or understanding, if it is in writing.
  - Tax exemption certificate. State & Federal

(Items a, b, c and e above must be submitted. If items c or d do not apply to your group, indicate "none")

I have read and understand the provisions of Los Angeles County Code, volume 3, Title 7, Chapter 7-24 and before authorizing any person to solicit, I will require the solicitor to read Sections 7-24-010 to 7-24-400 of said Ordinance.

Within 30 days after the completion of the solicitation, I will submit the Report of Results of Activity form to the Business License Commission, indicating all receipts and expenditures of this appeal/activity.

PLEASE PRINT NAME AND THEN SIGN. AN OFFICER OF THE ORGANIZATION MUST SIGN.

"I declare under penalty of perjury under the laws of the County of Los Angeles and the State of California that the foregoing is true and correct."

J. McNamee, CO-President  
(Signature and Title)

340 S. Lemon Ave. #812, Walnut, CA 91789  
(Complete Address)

858-386-9676 5/31/2013  
Daytime Telephone Number Today's Date

NON-COMPLIANCE WITH OR VIOLATION OF, LOS ANGELES COUNTY CODE, VOLUME 3, TITLE 7, CHAPTER 7-24, IS A MISDEMEANOR PUNISHABLE BY A FINE OR IMPRISONMENT -- OR BOTH.

**IMPORTANT REMINDER:** A current list of officers and a current financial statement or audit must be sent at least once annually to keep your file updated. Other documents are not necessary unless they have new or additional information, or amendments.

Please give the name and telephone number of a person that we may contact for questions regarding the "NOTICE OF INTENTION" application.

Name: Phoebe Shieh Telephone No. 626-241-0728

**ARTICLES OF INCORPORATION**  
of  
**Project Resonate**

**Form 1023**

**Attachment 1**

**Project Resonate**

**EIN# 80-0572388**

**Page 1-Part I**

- 8** Was a person who is not one of your officers, directors, trustees, employees, or an authorized representative listed in line 7, paid, or promised payment, to help plan, manage, or advise you about the structure or activities of your organization, or about your financial or tax matters? If "Yes," provide the person's name, the name and address of the person's firm, the amounts paid or promised to be paid, and describe that person's role.

North Star  
Sandra Cox/ Rebecca Hanes  
P.O. Box 120382  
Clermont, FL 34712

**\$399.00 Tax Exemption Consultant**

**Project Resonate**

**EIN# 80-0572388**

**Page 2-Part IV-Narrative Description of Your Activities**

Using an attachment, describe your past, present, and planned activities in a narrative. If you believe that you have already provided some of this information in response to other parts of this application, you may summarize that information here and refer to the specific parts of the application for supporting details. You may also attach representative copies of newsletters, brochures, or similar documents for supporting details to this narrative. Remember that if this application is approved, it will be open for public inspection. Therefore, your narrative description of activities should be thorough and accurate. Refer to the instructions for information that must be included in your description.

Driven by the idea that Images Speak Louder than Words, Project Resonate brings to the light the successes, challenges, and efforts of missionaries around the world; one photograph at a time.

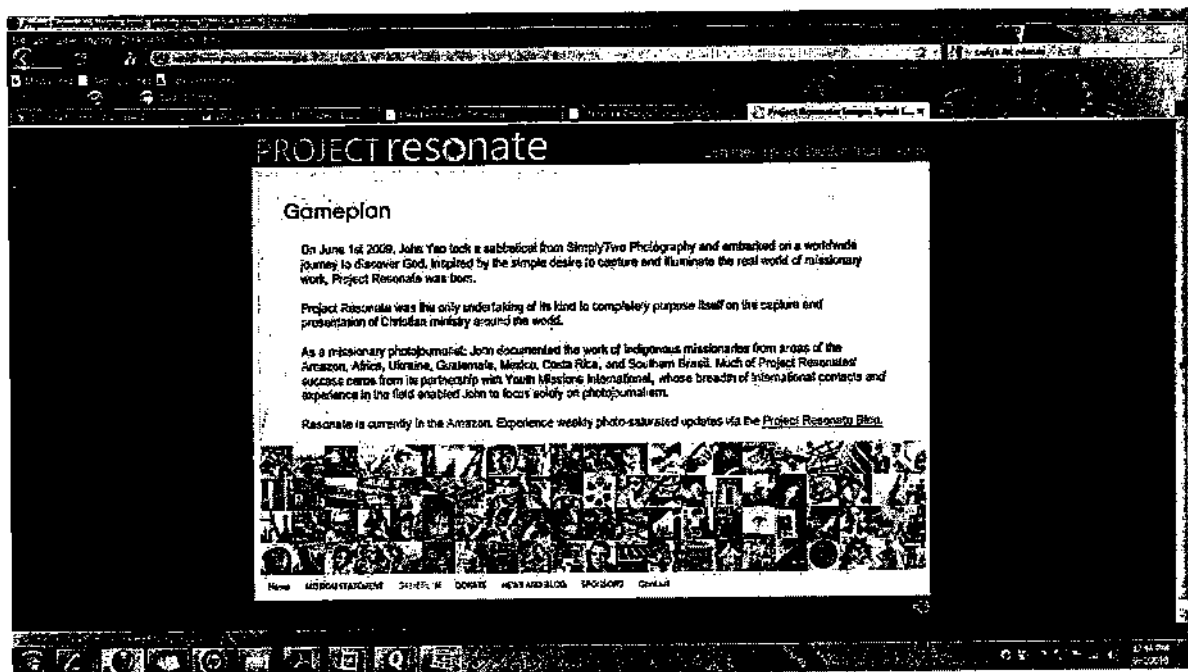
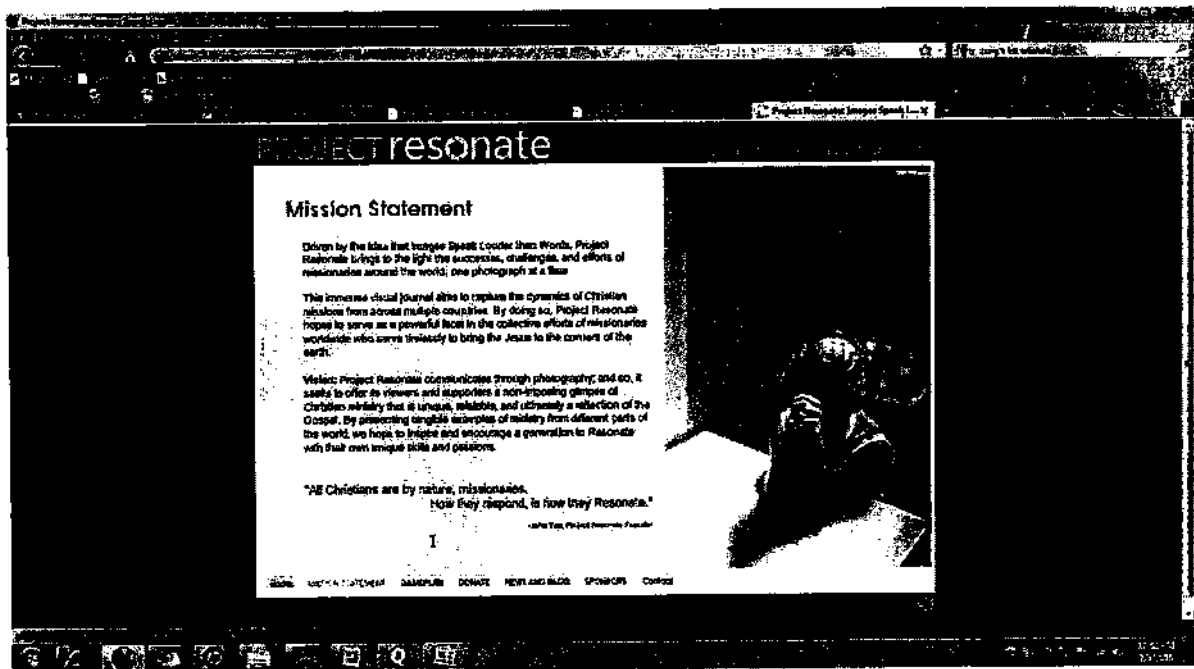
This immense visual journal aims to capture the dynamics of Christian missions from across multiple countries. By doing so, Project Resonate hopes to serve as a powerful facet in the collective efforts of missionaries worldwide who serve tirelessly to bring the Jesus to the corners of the earth.

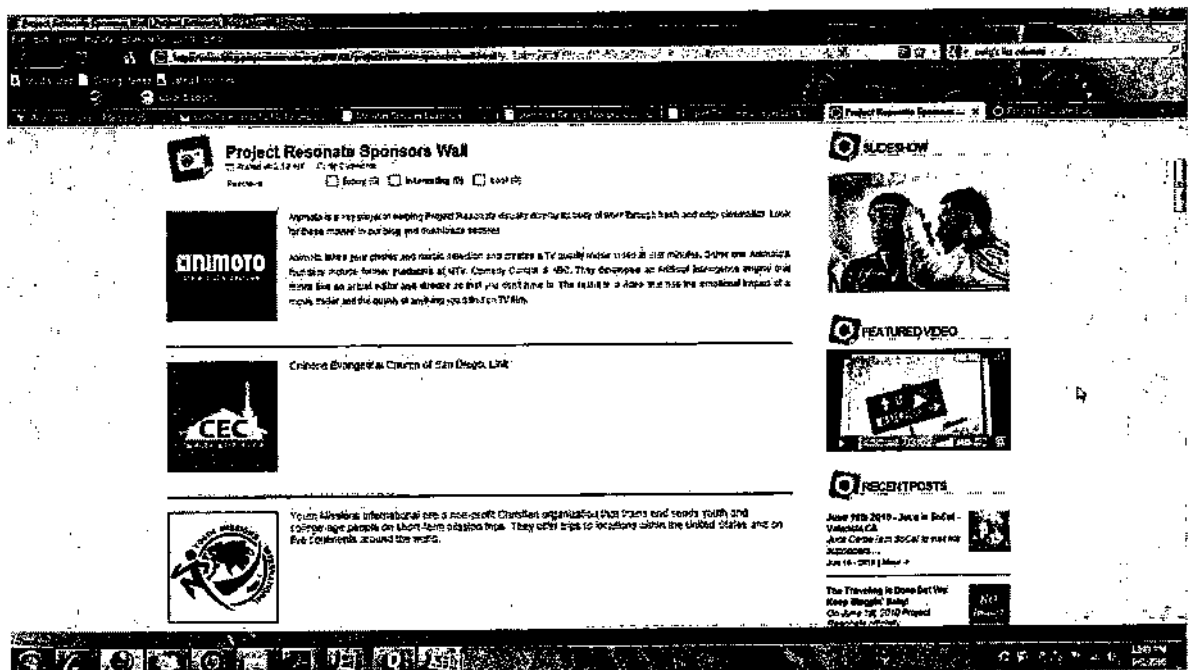
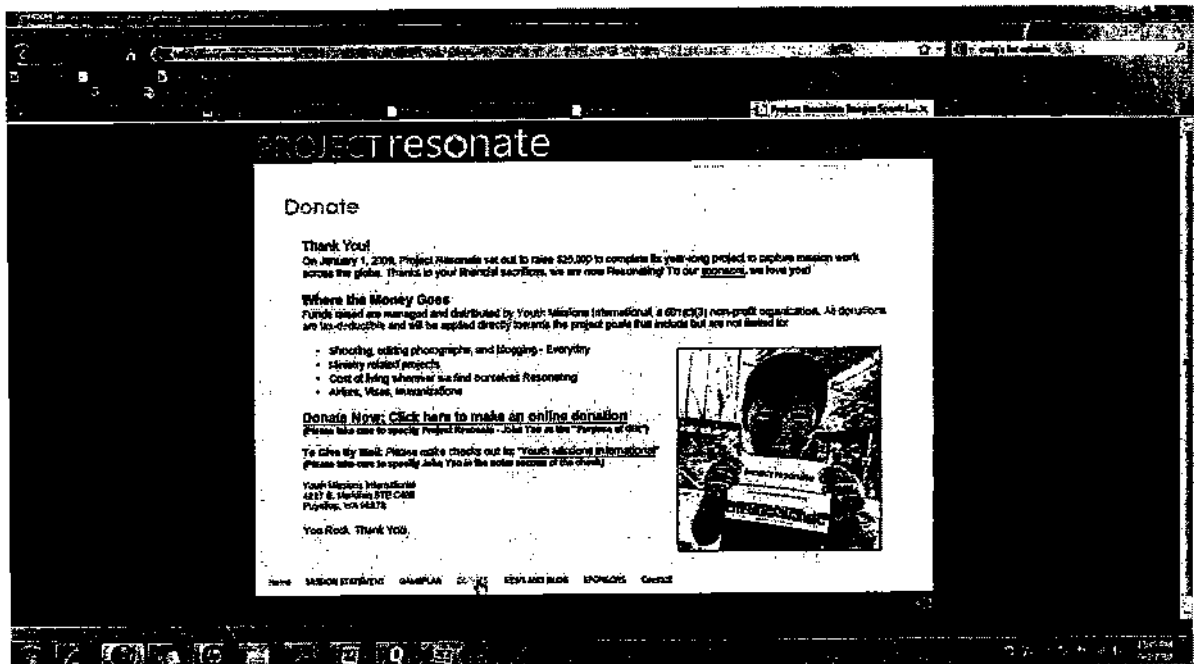
Vision: Project Resonate communicates through photography; and so, it seeks to offer its viewers and supporters a non-imposing glimpse of Christian ministry that is unique, relatable, and ultimately a reflection of the Gospel. By presenting tangible examples of ministry from different parts of the world, we hope to inspire and encourage a generation to Resonate with their own unique skills and passions.

We believe that all Christians are by nature, missionaries. Therefore, through our efforts we hope to change the way Christians think about missions. It is our mission to get people to see mission work differently and be inclined to participate in it.

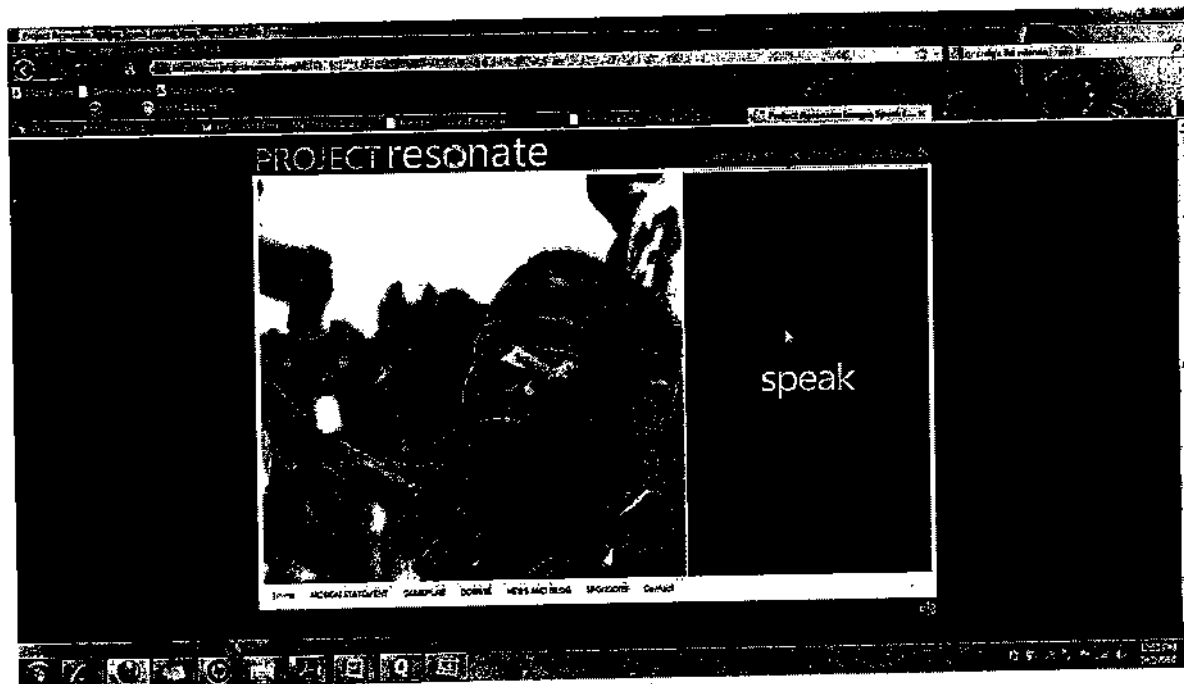
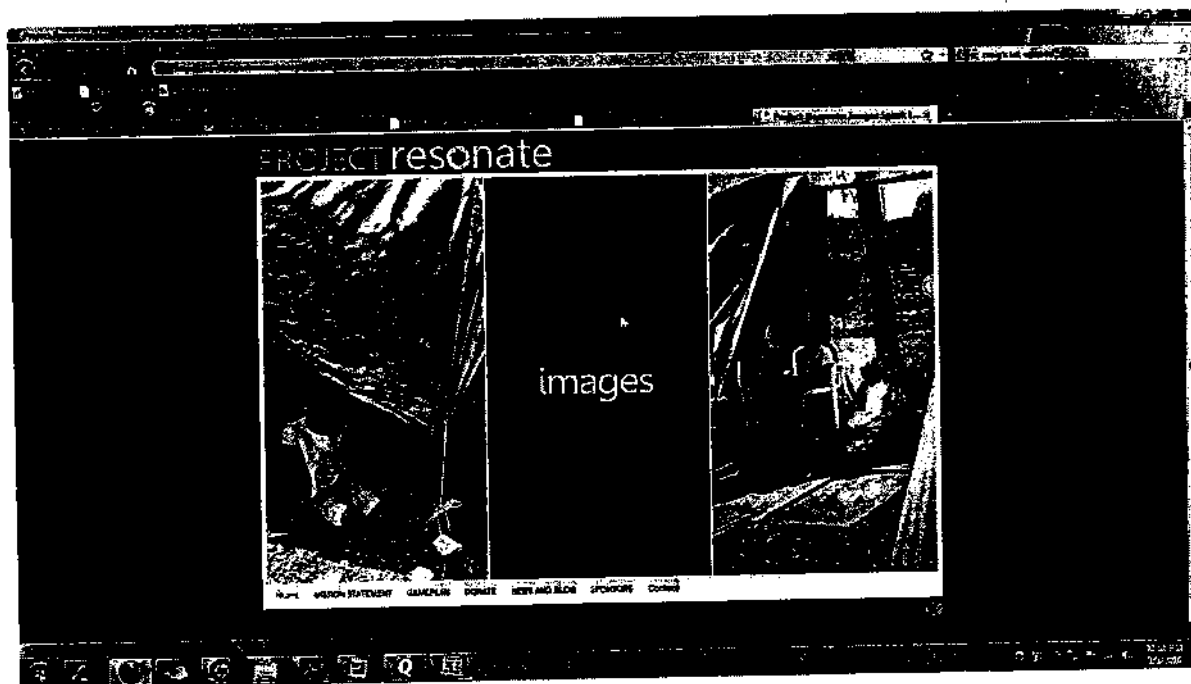
Project Resonate consists of professionals and volunteers that have a desire to fulfill the purpose of our organization. Project Resonate will spend 30% of its time fundraising and soliciting growth opportunities, 20% of its time performing administrative duties, and 50% of its time fulfilling its exempt purposes.

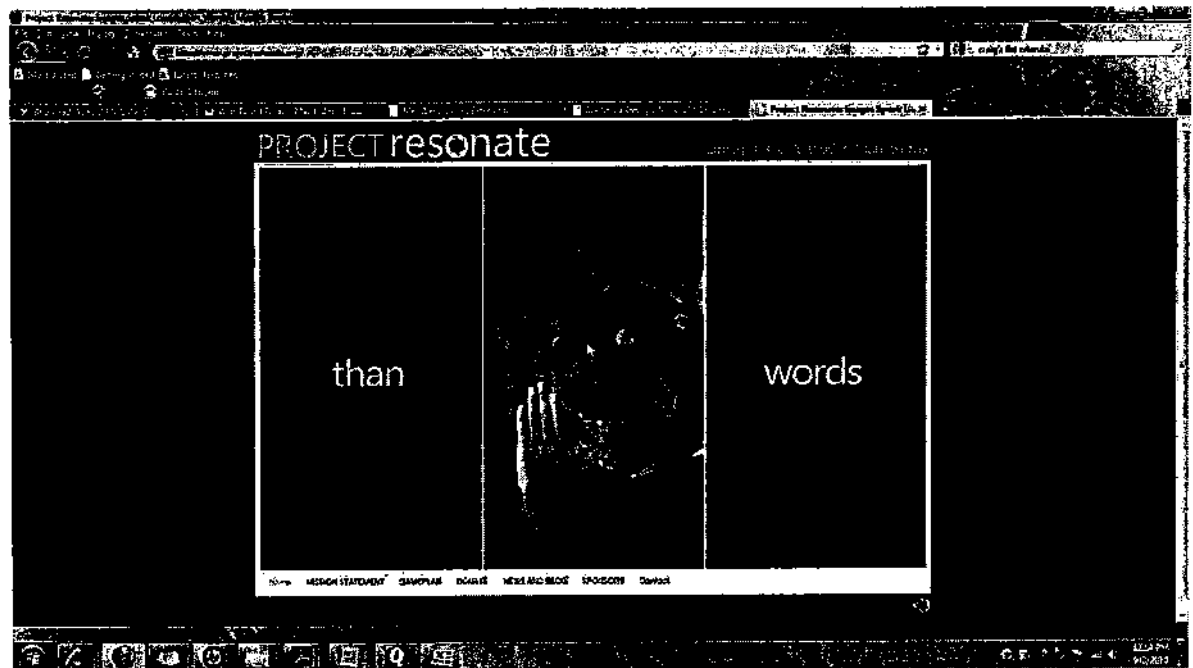
The following are screenshots of our website which will provide further insight into our organization's mission and vision.











Project Resonate

EIN# 80-0572388

## Page 3- Part V

- 3a For each of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, or 1c, attach a list showing their name, qualifications, average hours worked, and duties.

<u>Name</u>	<u>Qualifications</u>	<u>Ave Hrs Work Wkly</u>	<u>Duties</u>
John Yao	Professional wedding and lifestyle Photographer; Degree in Business Management and Photography	25	President
Lawrence Hui	Development Engineer; BS and MS in Bioengineering	1	Director
James Lee	BA in English and BS in Zoology; Youth Pastor	1	Board Member

**Form 1023**

**Attachment 4**

**Project Resonate**

**EIN# 80-0572388**

**Page 4-Part V**

**Line 5a** Have you adopted a Conflict of Interest Policy consistent with the sample conflict of interest policy in Appendix A to the instructions? If "Yes" provide a copy of the policy and explain how the policy has been adopted, such as by resolution of your governing board. If "No," answer lines 5b and 5c.

Project Resonate adopted the following Conflict of Interest Policy by a resolution of the governing board on September 3, 2010.

## **Project Resonate Conflict of Interest Policy**

### **Article I Purpose**

The purpose of the conflict of interest policy is to protect the tax-exempt organization, Project Resonate's, interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

### **Article II Definitions**

#### **1. Interested Person**

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

#### **2. Financial Interest**

A person has a financial interest if the person has directly or indirectly, through business, investment, or family:

- a. An ownership or investment in any entity with which Project Resonate has a transaction or arrangement.
- b. A compensation Project Resonate or with any entity or individual with Project Resonate has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual Project Resonate is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest policy only if the appropriate governing board or committee decides that a conflict of interest exists.

### **Article III Procedures**

#### **1. Duty to Disclose**

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all

material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

## **2. Determining Whether a Conflict of Interest Exists**

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

## **3. Procedures for Addressing the Conflict of Interest**

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether Project Resonate can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction arrangement Project Resonate's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

## **4. Violations of the Conflicts of Interest Policy**

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by circumstances, the governing board or committee determines the members has failed to disclose an actual or possible conflict of interest, is shall take appropriate disciplinary and corrective action.

## **Article IV** **Records of Proceedings**

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.**
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.**

**Article V**  
**Compensation**

- a. A voting member of the governing board who receives compensation, directly or indirectly, from Project Resonate for services is precluded from voting on matters pertaining to that member's compensation.**
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from Project Resonate or services is precluded from voting on matters pertaining to that member's compensation.**
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from Project Resonate either individually or collectively, is prohibited from providing information to any committee regarding compensation.**

**Project Resonate**

**EIN# 80-0572388**

**Page 5-Part VI**

- 1a** In carrying out your exempt purposes, do you provide goods, services, or funds to individuals? If "Yes," describe each program that provides goods, services, or funds to individuals.

Project Resonate will change the way Christians think about missions through the use of the arts (photography, media, blogs, music, etc.).

It is our Vision:

Project Resonate communicates through photography; and so, it seeks to offer its viewers and supporters a non-imposing glimpse of Christian ministry that is unique, relatable, and ultimately a reflection of the Gospel. By presenting tangible examples of ministry from different parts of the world, we hope to inspire and encourage a generation to Resonate with their own unique skills and passions.



**Form 1023**

**Attachment 7**

**Project Resonate**

**EIN# 80-0572388**

**Page 6-Part VIII**

**4d** List all states and local jurisdictions in which you conduct fundraising. For each state or local jurisdiction listed, specify whether you fundraise for your own organization, you fundraise for another organization, or another organization fundraises for you.

Project Resonate plans on conducting fundraising primarily in Washington. However, if the opportunity presents itself we will fundraise in other areas of the continental United States. We fundraise for our organization. We do not fundraise for other organizations, nor do we have other organizations fundraise for us. We also have a website and we will conduct fundraising on the worldwide web.

**Form 1023**

**Attachment 8**

**Project Resonate**

**EIN# 80-0572388**

**Page 7 Part VIII**

**12a Do you will you operate in a foreign Country or Countries?**

**Yes**

**12b Name the Foreign Countries and regions within the countries in which you operate.**

**Brazil and Haiti**

**12c Describe your operations in each country and region in which you operate.**

**We will photograph and document ministry projects that happen in these countries.**

**12d Describe how your operations in each country and region further your exempt purposes.**

**Through our documentation (photography, media, blogs, music, etc.) we will change the way Christians think about missions. We will present tangible examples of ministry from different parts of the world, we hope to inspire and encourage a generation to Resonate with their own unique skills and passions**

**Form 1023**

**Attachment 9**

**Project Resonate**

**EIN# 80-0572388**

**Line 23**      Any expense not otherwise classified, such as program services

Project Resonate will use the collected money to carry out their exempt purpose. The funds will be used for travel, printed materials, and general supplies which include but are not limited to:

Shooting, editing photographs, and blogging - Everyday  
Ministry related projects  
Airfare, Visas, Immunizations

<u><b>Tax Year</b></u>	<u><b>Proposed Amount</b></u>
2010	\$22,800.00
2011	\$52,800.00
2012	\$82,800.00

# **BYLAWS**

of

## **Project Resonate**

### **ARTICLE I**

#### **NAME AND PURPOSES**

**Section 1.01. Name.** The name of the organization is:

**Project Resonate**

**Section 1.02. Purpose.** The Corporation is organized exclusively for charitable, educational, religious and/or scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code.

**Project Resonate's** specific purpose is to change the way Christians think about missions. Through the use of the arts, (photography, media, blogs, music etc) our aim is to get people to see mission work differently and be inclined to participate in it. Our organization plans to partner with missions sending organizations, churches, and people to create art that affects how missions are understood.

### **ARTICLE II**

#### **MEMBERS**

**Section 2.01. Classes.** There shall be two classes of members: Corporate and Individual.

**Section 2.02. Qualifications.** Membership may be granted to any individual or corporation that supports the mission and purposes of the organization, and who pays the annual dues as set by the Board of Directors. Members shall have no voting rights.

**Section 2.03. Termination of Membership.** The Board of Directors, by affirmative vote of two-thirds of all of the members of the Board, may suspend or expel a member, and may, by a majority vote or those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues.

**Section 2.04. Resignation.** Any member may resign by filing a written resignation with the Secretary; however, such resignation shall not relieve the member so resigning of the obligation to pay any dues or other charges theretofore accrued and unpaid.

**Section 2.05. Dues.** Dues for members shall be established by the Board of Directors.

**Section 2.06. Meetings.** The annual membership meeting shall be held when determined by the Board of Directors and at such time and place as designated by the Board of Directors. A minimum of 10% of the members present in person or by proxy

shall constitute a quorum for transaction of business at a membership meeting. Meetings may be called by the Chairperson or at the request of at least 10% of the members by notice through mail, telephone, or e-mail to each member not less than thirty (30) days before such meeting.

### **ARTICLE III AUTHORITY AND DUTIES OF DIRECTORS**

**Section 3.01. Authority of Directors.** The Board of Directors is the policy-making body and may exercise all the powers and authority granted to the Corporation by law.

**Section 3.02. Number, Selection, and Tenure.** The Board shall consist of not less than three (3) directors. Except as otherwise provided in an employment agreement which the Corporation has with an officer, each officer shall serve until a successor is chosen by the directors at a regular or special meeting of the directors or until removed. Officers and agents shall be chosen, serve for the terms, and have the duties determined by the directors. A person may hold two or more offices. Vacancies existing by reason of resignation, death, incapacity or removal before the expiration of his/her term shall be filled by a majority vote of the remaining directors. In the event of a tie vote, the President shall choose the succeeding director. Directors will elect their successors. A director elected to fill a vacancy shall be elected for the unexpired term of that director's predecessor in office.

**Section 3.03. Resignation.** Resignations are effective upon receipt by the Secretary of the Corporation of written notification.

**Section 3.04. Regular Meetings.** The Board of Directors shall hold at least two (2) regular meetings per calendar year. Meetings shall be at such dates, times and places as the Board shall determine.

**Section 3.05. Special Meetings.** Meetings shall be at such dates, times and places as the Board shall determine.

**Section 3.06. Notice.** Meetings may be called by the Chairperson or at the request of any two (2) directors by notice emailed, mailed, telephoned, or telegraphed to each member of the Board not less than forty-eight (48) hours before such meeting.

**Section 3.07. Quorum.** A quorum shall consist of a majority of the Board attending in person or through teleconferencing. All decisions will be by majority vote of those present at a meeting at which a quorum is present. If less than a majority of the directors is present at said meeting, a majority of the directors present may adjourn the meeting on occasion without further notice.

**Section 3.08. Action Without a Meeting.** Any action required or permitted to be taken at a meeting of the Board of Directors (including amendment of these Bylaws) or of any committee may be taken without a meeting if all the members of the Board or committee

consent in writing to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board or of the committee as the case may be.

**Section 3.09. Participation in Meeting by Conference Telephone.** Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as members participating in such meeting can hear one another.

**Section 3.10. Committees.** The Board of Directors may, by resolution adopted by a majority of the Directors in office, establish committees of the Board composed of at least two (2) persons which, except for an Executive Committee, may include non-Board members. The Board may make such provisions for appointment of the chair of such committees, establish such procedures to govern their activities, and delegate thereto such authority as may be necessary or desirable for the efficient management of the property, affairs, business, activities of the Corporation.

**Section 3.11. Nominating Committee.** There shall be a Nominating Committee, composed of the President and at least two (2) other members of the Board of Directors. Each member of the committee shall have one (1) vote and decision shall be made by the majority.

**Section 3.12. Reimbursement.** Directors shall serve without compensation with the exception that expenses incurred in the furtherance of the Corporation's business are allowed to be reimbursed with documentation and prior approval. In addition, Directors serving the organization in any other capacity, such as staff, are allowed to receive compensation therefore.

**Section 3.13. Salaries.** The Board of Directors may cause the Corporation to enter into employment agreements with any officer of the Corporation. Unless provided for in an employment agreement between the Corporation and an officer, all officers of the Corporation serve in their capacities without compensation.

#### **ARTICLE IV AUTHORITY AND DUTIES OF OFFICERS**

**Section 4.01. Officers.** The officers of the Corporation shall be a President, a Vice-President, a Secretary/Treasurer, and such other officers as the Board of Directors may designate. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary/Treasurer.

**Section 4.02. Appointment of Officers; Terms of Office.** The officers of the Corporation shall be elected by the Board of Directors at regular meetings of the Board, or, in the case of vacancies, as soon thereafter as convenient. New offices may be created and filled at any meeting of the Board of Directors.

Terms of office may be established by the Board of Directors, but shall not exceed three (3) years. Officers shall hold office until a successor is duly elected and qualified. Officers shall be eligible for reappointment.

**Section 4.03. Resignation.** Resignations are effective upon receipt by the Secretary of the Board of a written notification.

**Section 4.04. Removal.** An officer may be removed by the Board of Directors at a meeting, or by action in writing pursuant to Section 3.08, whenever in the Board's judgment the best interests of the Corporation will be served thereby. Any such removal shall be without prejudice to the contract rights, if any, of the person so removed.

**Section 4.05. President.** The President shall be a director of the Corporation and will preside at all meetings of the Board of Directors. The President shall perform all duties attendant to that office, subject, however, to the control of the Board of Directors, and shall perform such other duties as on occasion shall be assigned by the Board of Directors.

**Section 4.06. Vice-President.** The Vice-President shall be a director of the Corporation and will preside at meetings of the Board of Directors in the absence of or request of the President. The Vice-President shall perform other duties as requested and assigned by the President, subject to the control of the Board of Directors.

**Section 4.07. Secretary/Treasurer.** The Secretary/Treasurer shall be a director of the Corporation and shall keep the minutes of all meetings of the Board of Directors in the books proper for that purpose. The Secretary/Treasurer shall also report to the Board of Directors at each regular meeting on the status of the Council's finances. The Secretary/Treasurer shall work closely with any paid executive staff of the Corporation to ascertain that appropriate procedures are being followed in the financial affairs of the Corporation, and shall perform such other duties as occasionally may be assigned by the Board of Directors.

**Section 4.08. Paid Staff.** The Board of Directors may hire such paid staff as they deem proper and necessary for the operations of the Corporation. The powers and duties of the paid staff shall be as assigned or as delegated to be assigned by the Board.

## **ARTICLE V INDEMNIFICATION**

Every member of the Board of Directors, officer or employee of the Corporation may be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer or employee in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board, officer, or employee of the corporation, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his

duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the Board, officer or employee is entitled.

## **ARTICLE VI ADVISORY BOARDS AND COMMITTEES**

**Section 6.01. Establishment.** The Board of Directors may establish one or more Advisory Boards or Committees.

**Section 6.02. Size, Duration, and Responsibilities.** The size, duration, and responsibilities of such boards and committees shall be established by a majority vote of the Board of Directors.

## **ARTICLE VII FINANCIAL ADMINISTRATION**

**Section 7.01. Fiscal Year.** The fiscal year of the Corporation shall be January 1 - December 31 but may be changed by resolution of the Board of Directors.

**Section 7.02. Checks, Drafts, Etc.** All checks, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange, and insurance certificates shall be signed or endorsed by such officer or officers or agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors or of any committee to which such authority has been delegated by the Board.

**Section 7.03. Deposits and Accounts.** All funds of the Corporation, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Board of Directors or any committee to which such authority has been delegated by the Board may select, or as may be selected by the President or by any other officer or officers or agent or agents of the Corporation, to whom such power may from time to time be delegated by the Board. For the purpose of deposit and for the purpose of collection for that account of the Corporation, checks, drafts, and other orders of the Corporation may be endorsed, assigned, and delivered on behalf of the Corporation by any officer or agent of the Corporation.

**Section 7.04. Investments.** The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested on occasion in such property, real, personal, or otherwise, or stock, bonds, or other securities, as the Board of Directors in its sole discretion may deem desirable, with regard to the limitations, if any, now imposed or which may hereafter be imposed by law regarding such investments, and which are



permitted to organizations exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code.

## **ARTICLE VIII BOOKS AND RECORDS**

Correct books of account of the activities and transactions of the Corporation shall be kept at the office of the Corporation. These shall include a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, and all minutes of meetings of the Board of Directors.

## **ARTICLE IX AMENDMENT OF BYLAWS**

These Bylaws may be amended by a majority vote of the Board of Directors, provided prior notice is given of the proposed amendment in the notice of the meeting at which such action is taken, or provided all members of the Board waive such notice, or by unanimous consent in writing without a meeting pursuant to Section 3.08.

I certify that these are the Bylaws adopted by the Board of Directors of the Corporation.

\_\_\_\_\_  
John Yao/President

\_\_\_\_\_  
Date

## **Project Resonate**

B. Names, Titles and Terms of Offices for two Officers of this organization

**Jessica Wong** will serve as **Co-President** for a **4 year term**

**Phoebe Shieh** will serve as **Co-President** for a **4 year term**

**Project Resonate**

C. Current Financial Statement (treasurer's report, audit, etc.) **NONE**

**Project Resonate**

D. A statement of any and all agreements or understandings made or had with any agent, solicitor, promoter or manager of this solicitation, or a copy of such agreement or understanding, if it is in writing. **NONE**

INTERNAL REVENUE SERVICE  
P. O. BOX 2508  
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: JAN 07 2011

PROJECT RESONATE  
C/O JOHN YAO  
6714 130TH ST CT E  
PUYALLUP, WA 98373

Employer Identification Number:  
80-0572388  
DLN:  
17053293304030  
Contact Person:  
SHEENA L BREWER ID# 31270  
Contact Telephone Number:  
(877) 829-5500  
Accounting Period Ending:  
December 31  
Public Charity Status:  
170(b)(1)(A)(vi)  
Form 990 Required:  
Yes  
Effective Date of Exemption:  
March 18, 2010  
Contribution Deductibility:  
Yes  
Addendum Applies:  
No

Dear Applicant:

We are pleased to inform you that upon review of your application for tax exempt status we have determined that you are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code. Contributions to you are deductible under section 170 of the Code. You are also qualified to receive tax deductible bequests, devises, transfers or gifts under section 2055, 2106 or 2522 of the Code. Because this letter could help resolve any questions regarding your exempt status, you should keep it in your permanent records.

Organizations exempt under section 501(c)(3) of the Code are further classified as either public charities or private foundations. We determined that you are a public charity under the Code section(s) listed in the heading of this letter.

Please see enclosed Publication 4221-PC, Compliance Guide for 501(c)(3) Public Charities, for some helpful information about your responsibilities as an exempt organization.

**Project Resonate**

E. CA State Tax Exemption submission request – Form 3500A

**Submission of Exemption Request****3500A**

Exemption Based on Internal Revenue Code (IRC) Section 501(c)(3) Federal Determination Letter

Enclose a copy of the Federal Determination Letter.

California Corporation number/ California Secretary of State file number  
**3550650**FEIN  
**80-0572388**Name of organization as shown in the creating document  
**Project Resonate**Address (suite, room, or PMB no.)  
**340 S Lemon Ave #8112**Daytime telephone number  
( **213** ) **973-8805**City  
**Walnut**State  
**CA**ZIP Code  
**91789**Name of representative to contact regarding additional requirements or information  
**Jessica Wong**Daytime telephone number  
( **858** ) **386-9676**Representative's mailing address (suite, room, or PMB no.)  
**340 S Lemon Ave #8112**City  
**Walnut**State  
**CA**ZIP Code  
**91789****Part I — Purpose and Activity**

1 Check the organization's primary purpose and activity as allowed in the federal determination letter:

- ☒ Charitable      ☐ Educational      ☐ Religious      ☐ Testing for public safety      ☐ School  
☐ Literary      ☐ Hospital      ☐ Medical center      ☐ Credit counseling organization      ☐ Qualified sports organization  
☐ Health care center      ☐ Scientific      ☐ Church      ☐ Prevent cruelty to children or animals

**Part II — Entity Information**

- 2 Entity type (check applicable box): ☒ Corporation    ☐ Association    ☐ Trust    ☐ Foreign corporation (State of Incorporation) \_\_\_\_\_
- 3 Does the IRS consider the organization a private foundation? ..... 3 ☐ Yes    ☒ No
- 4 When did the organization establish, incorporate, organize, or conduct business in California? ..... 4 **02 / 27 / 2013**
- 5 Provide gross receipts for the current year and the three immediately preceding taxable years in existence. Gross receipts are defined as the total amounts the organization received from all sources during its annual account period without subtracting any costs or expenses. If the organization has been in existence for less than one year, provide the projected amount of gross receipts for the entire year.

Current Year or Projected Gross Receipts	Gross Receipts for the three immediately preceding taxable years:		
From: <b>05/31/2013</b>	From:	From:	From:
To: <b>12/31/2013</b>	To:	To:	To:
<b>\$6,000</b>			

- 6 Has the IRS ever suspended, revoked, or audited the organization? ..... 6 ☐ Yes    ☒ No
- If "Yes," explain \_\_\_\_\_

**Part III — Group Exemption. See instructions.**

- 7 Is the organization applying for a group exemption? ..... 7 ☐ Yes    ☒ No
- If "Yes," attach the federal group determination letter and a list of all California subordinates. Include each subordinate's name, corporation number, FEIN, and address.

Mail form FTB 3500A and a copy of the federal determination letter to:

EXEMPT ORGANIZATIONS UNIT, MS F120, FRANCHISE TAX BOARD, PO BOX 1286, RANCHO CORDOVA CA 95741-1286.

Under penalties of perjury, I declare I have examined this submission for exemption based on the IRC Section 501(c)(3) federal determination letter, and to the best of my knowledge and belief, it is true, correct, and complete.

**5/31/2013**

DATE

*Jessica Wong*

SIGNATURE OF OFFICER OR REPRESENTATIVE

**Co-President**

TITLE

**State of California**  
**Secretary of State**

**CERTIFICATE OF QUALIFICATION**

I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify that on the **27th day of February 2013**, **PROJECT RESONATE**, a corporation organized and existing under the laws of **Washington**, complied with the requirements of California law in effect on that date for the purpose of qualifying to transact intrastate business in the State of California, and that as of said date said corporation became and now is qualified and authorized to transact intrastate business in the State of California, subject however, to any licensing requirements otherwise imposed by the laws of this State.

**IN WITNESS WHEREOF**, I execute this certificate and affix the Great Seal of the State of California this day of April 10, 2013.



*Debra Bowen*

**DEBRA BOWEN**  
**Secretary of State**